

OCT 14 '09

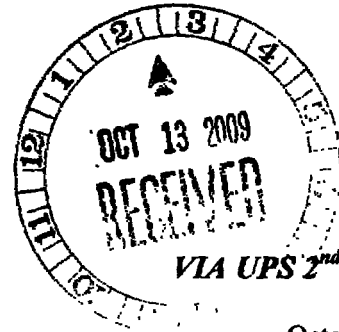
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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com



October 8, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated September 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Teck Coal Limited
205 - 9th Ave SE
Suite 1000
Calgary, AB T2G 0R4 Canada

A description of the railroad equipment covered by the enclosed document is for one hundred thirty (130) 4520 cu. ft. capacity, coal gondola cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosure
(TECL001)

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11-07 AM

ASSGN. NO.: TECL001

MEMORANDUM OF LEASE
RIDER NO. 1

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of September 18, 2009 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Teck Coal Limited ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of September 1, 2009 (the "Lease") and Rider No.1 thereto dated as of September 18, 2009 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: SUSAN A. BARKERTitle: REGIONAL VICE PRESIDENT, SALESSignature: 

LESSEE:

TECK COAL LIMITED

ROBERT W. (BOB) BELL
VICE PRESIDENT AND
CHIEF COMMERCIAL OFFICER

Name: _____

Title: _____

Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred thirty (130).

DESCRIPTION OF CARS: 4520 cubic foot capacity aluminum rotary coal gondolas with a 286,000 lb. gross rail loading.
Four (4) cars equipped with two rotary couplers.

CAR NUMBERS:

1	FURX	962843	39	FURX	962816	77	FURX	962856	115	FURX	962902
2	FURX	962857	40	FURX	962817	78	FURX	962858	116	FURX	962903
3	FURX	962859	41	FURX	962818	79	FURX	962860	117	FURX	962904
4	FURX	962872	42	FURX	962819	80	FURX	962862	118	FURX	962905
5	FURX	962780	43	FURX	962820	81	FURX	962864	119	FURX	962906
6	FURX	962782	44	FURX	962821	82	FURX	962865	120	FURX	962890
7	FURX	962783	45	FURX	962822	83	FURX	962866	121	FURX	962909
8	FURX	962784	46	FURX	962823	84	FURX	962867	122	FURX	962910
9	FURX	962785	47	FURX	962824	85	FURX	962868	123	FURX	962911
10	FURX	962786	48	FURX	962825	86	FURX	962869	124	FURX	962912
11	FURX	962787	49	FURX	962826	87	FURX	962871	125	FURX	962913
12	FURX	962788	50	FURX	962827	88	FURX	962873	126	FURX	962914
13	FURX	962789	51	FURX	962828	89	FURX	962874	127	FURX	962915
14	FURX	962790	52	FURX	962829	90	FURX	962875	128	FURX	962916
15	FURX	962791	53	FURX	962830	91	FURX	962876	129	FURX	962917
16	FURX	962792	54	FURX	962831	92	FURX	962877	130	FURX	962919
17	FURX	962793	55	FURX	962832	93	FURX	962878			
18	FURX	962794	56	FURX	962833	94	FURX	962879			
19	FURX	962795	57	FURX	962834	95	FURX	962880			
20	FURX	962797	58	FURX	962835	96	FURX	962881			
21	FURX	962798	59	FURX	962836	97	FURX	962883			
22	FURX	962799	60	FURX	962837	98	FURX	962884			
23	FURX	962800	61	FURX	962838	99	FURX	962885			
24	FURX	962801	62	FURX	962839	100	FURX	962886			
25	FURX	962802	63	FURX	962840	101	FURX	962887			
26	FURX	962803	64	FURX	962841	102	FURX	962888			
27	FURX	962804	65	FURX	962842	103	FURX	962889			
28	FURX	962805	66	FURX	962845	104	FURX	962891			
29	FURX	962806	67	FURX	962846	105	FURX	962892			
30	FURX	962807	68	FURX	962847	106	FURX	962893			
31	FURX	962808	69	FURX	962848	107	FURX	962894			
32	FURX	962809	70	FURX	962849	108	FURX	962895			
33	FURX	962810	71	FURX	962850	109	FURX	962896			
34	FURX	962811	72	FURX	962851	110	FURX	962897			
35	FURX	962812	73	FURX	962852	111	FURX	962898			
36	FURX	962813	74	FURX	962853	112	FURX	962899			
37	FURX	962814	75	FURX	962854	113	FURX	962900			
38	FURX	962815	76	FURX	962855	114	FURX	962901			